

Exhibit 21

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**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA**

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

PREMIER HOLDING CORPORATION,
et al.,

Defendants.

Case No. 8:18-cv-00813-CJC-KES

**JUDGMENT AS TO DEFENDANT
PREMIER HOLDING
CORPORATION**

Date: January 25, 2021
Time: 1:30 pm
Place: Courtroom 9B
Judge: Hon. Cormac J. Carney

The Securities and Exchange Commission having filed a Complaint and Defendant Premier Holding Corporation (“Premier” or “Defendant”) having entered a general appearance; consented to the Court’s jurisdiction over Defendant and the subject matter of this action; and the Court having entered an order on November 30, 2020, granting plaintiff’s motion for a preclusion order and summary judgment against Defendants Premier and Randall Letcavage (“Letcavage”) (docket #208) and, based on the Complaint, Defendant having violated Section 10(b) of the Securities

1 Exchange Act of 1934 (“Exchange Act”)[15 U.S.C. § 78j(b)] and Rule 10b-5
2 thereunder [17 C.F.R. § 240.10b-5]; Section 17(a) of the Securities Act of 1933 (the
3 “Securities Act”) [15 U.S.C. § 77q(a)]. Such antifraud securities violations also
4 caused violations of Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and
5 Rules 13a-1, 13a-11, and 13a-13 thereunder [17 C.F.R. §§ 240.13 a-1, 240.13a-11,
6 and 240.13a-13], and Sections 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act [15
7 U.S.C. §§ 78m(b)(2)(A) and 78m(b)(2)(B)] in the Complaint.
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10 I.

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12 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant is
13 permanently restrained and enjoined from violating, directly or indirectly, Section
14 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated
15 thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of
16 interstate commerce, or of the mails, or of any facility of any national securities
17 exchange, in connection with the purchase or sale of any security:
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- 19
- 20 (a) to employ any device, scheme, or artifice to defraud;
 - 21 (b) to make any untrue statement of a material fact or to omit to state a
22 material fact necessary in order to make the statements made, in the light
23 of the circumstances under which they were made, not misleading; or
 - 24 (c) to engage in any act, practice, or course of business which operates or
25 would operate as a fraud or deceit upon any person.
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28 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as

1 provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also
2 binds the following who receive actual notice of this Final Judgment by personal
3 service or otherwise: (a) Defendant's officers, agents, servants, employees, and
4 attorneys; and (b) other persons in active concert or participation with Defendant or
5 with anyone described in (a).
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8 II.

9 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant is
10 permanently restrained and enjoined from violating Section 17(a) of the Securities
11 Act [15 U.S.C. § 77q(a)] in the offer or sale of any security by the use of any means
12 or instruments of transportation or communication in interstate commerce or by use
13 of the mails, directly or indirectly:
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15 (a) to employ any device, scheme, or artifice to defraud;

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17 (b) to obtain money or property by means of any untrue statement of a
18 material fact or any omission of a material fact necessary in order to make the
19 statements made, in light of the circumstances under which they were made,
20 not misleading; or
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22 (c) to engage in any transaction, practice, or course of business which
23 operates or would operate as a fraud or deceit upon the purchaser.
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25 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as
26 provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also
27 binds the following who receive actual notice of this Judgment by personal service or
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1 otherwise: (a) Defendant's officers, agents, servants, employees, and attorneys; and
2 (b) other persons in active concert or participation with Defendant or with anyone
3 described in (a).
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5 III.

6 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that
7 Defendant is permanently restrained and enjoined from violating Section 13(a) of the
8 Exchange Act [15 U.S.C. § 78m(a)] and Rules 13a-1, 13a-11, and 13a-13 thereunder
9 [17 C.F.R. §§ 240.13 a-1, 240.13a-11, and 240.13a-13] by knowingly or recklessly
10 providing substantial assistance to an issuer, which has a class of securities registered
11 pursuant to Section 12 of the Exchange Act [15 U.S.C. § 781] or is required to file
12 reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. 78o(d)], in
13 connection with the filing of an annual report on Form 10-K, a current report on Form
14 8-K, or a quarterly report on Form 10-Q that is inaccurate or fails to contain material
15 information necessary to make required statements, in light of the circumstances
16 under which they are made, not misleading.
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18 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as
19 provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also
20 binds the following who receive actual notice of this Judgment by personal service or
21 otherwise: (a) Defendant's officers, agents, servants, employees, and attorneys; and
22 (b) other persons in active concert or participation with Defendant or with anyone
23 described in (a).
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IV.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is permanently restrained and enjoined from violating Sections 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act [15 U.S.C. §§ 78m(b)(2)(A) and 78m(b)(2)(B)], by knowingly providing substantial assistance to an issuer that:

(a) fails to make and keep books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of an issuer; or

(b) fails to devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that-

(1) transactions are executed in accordance with management's general or specific authorization;

(2) transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles, or any

other criteria applicable to such statements, and to maintain accountability for assets;

(3) access to assets is permitted only in accordance with management's general or specific authorization; and

1 (c) the recorded accountability for assets is compared with the existing assets at
2 reasonable intervals and appropriate action is taken with respect any
3 differences.
4

5 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as
6 provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also
7 binds the following who receive actual notice of this Judgment by personal service or
8 otherwise: (a) Defendant's officers, agents, servants, employees, and attorneys; and
9 (b) other persons in active concert or participation with Defendant or with anyone
10 described in (a).
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13 V.

14 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant
15 is liable for disgorgement of \$6,880,111, jointly and severally with Defendant
16 Letcavage, representing profits gained as a result of the conduct alleged in the
17 Complaint, together with prejudgment interest thereon in the amount of
18 \$1,811,389.41, totaling \$8,691,500.41. Defendant shall satisfy this obligation by
19 paying \$8,691,500.41 to the Securities and Exchange Commission within 14 days
20 after the entry of this Final Judgment.
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24 Defendant may transmit payment electronically to the Commission, which will
25 provide detailed ACH transfer/Fedwire instructions upon request. Payment may also
26 be made directly from a bank account via Pay.gov through the SEC website at
27 <http://www.sec.gov/about/offices/ofm.htm>. Defendant may also pay by certified
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1 check, bank cashier's check, or United States postal money order payable to the
2 Securities and Exchange Commission, which shall be delivered or mailed to:

3
4 Enterprise Services Center
Accounts Receivable Branch
5 6500 South MacArthur Boulevard
6 Oklahoma City, OK 73169

7 and shall be accompanied by a letter identifying the case title, civil action number,
8 and name of this Court; Premier as a defendant in this action; and specifying that
9 payment is made pursuant to this Final Judgment.
10

11 Defendant shall simultaneously transmit photocopies of evidence of payment
12 and case identifying information to the Commission's counsel in this action. By
13 making this payment, Defendant relinquishes all legal and equitable right, title, and
14 interest in such funds and no part of the funds shall be returned to Defendant. The
15 Commission shall send the funds paid pursuant to this Final Judgment to the United
16 States Treasury.
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19 The Commission may enforce the Court's judgment for disgorgement and
20 prejudgment interest by moving for civil contempt (and/or through other collection
21 procedures authorized by law) at any time after 30 days following entry of this Final
22 Judgment]. Defendant shall pay post judgment interest on any delinquent amounts
23 pursuant to 28 U.S.C. § 1961.
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VI.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant shall pay a civil penalty in the amount of \$1 million to the Securities and Exchange Commission pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)].

Defendant shall satisfy the obligation to pay a civil penalty ordered pursuant to this paragraph by paying the amount ordered to the Securities and Exchange Commission within 14 days after entry of this Final Judgment.

Defendant may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request. Payment may also be made directly from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>. Defendant may also pay by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission, which shall be delivered or mailed to:

Enterprise Services Center
Accounts Receivable Branch
6500 South MacArthur Boulevard
Oklahoma City, OK 73169

and shall be accompanied by a letter identifying the case title, civil action number, and name of this Court; Premier as a defendant in this action; and specifying that payment is made pursuant to this Final Judgment.

Defendant shall simultaneously transmit photocopies of evidence of payment

1 and case identifying information to the Commission's counsel in this action. By
2 making this payment, Defendant relinquishes all legal and equitable right, title, and
3 interest in such funds and no part of the funds shall be returned to Defendant. The
4 Commission shall send the funds paid pursuant to this Final Judgment to the United
5 States Treasury.
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8 VII.

9 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court
10 shall retain jurisdiction of this matter for the purposes of enforcing the terms of this
11 Judgment.
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14 Dated: _____, _____
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17 UNITED STATES DISTRICT JUDGE
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